

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

55 EAST MONROE STREET  
CHICAGO, ILLINOIS 60603

LOS ANGELES OFFICE  
2029 CENTURY PARK EAST  
LOS ANGELES, CALIF. 90067  
AREA CODE 213 277-7200

AREA CODE 312 346-8000  
CABLE ADDRESS: INTERLEX

WASHINGTON, D.C. OFFICE  
1111 19TH STREET, N.W.  
WASHINGTON, D.C. 20036  
AREA CODE 202 463-2400

NEW YORK OFFICE  
757 THIRD AVENUE  
NEW YORK, NEW YORK 10017  
AREA CODE 212 715-9000

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AREA CODE 415 397-2823

May 29, 1987

7-158A040

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

Secretary  
Interstate Commerce Commission  
Washington, DC 20423

No. JUN 8 1987  
FEE \$ 10.00  
ICC Washington, D.C.

RECORDATION NO. 7479-N Filed 1425

Re: Recordation Number: 7479

JUN 8 1987 -1 25 PM

Dear Secretary:

INTERSTATE COMMERCE COMMISSION

I have enclosed one original and three copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Nonrecourse Bill of Sale, a secondary document, dated March 30, 1987.

The primary document to which this is connected is recorded under Recordation No. 7479.

The names and addresses of the parties to the document are as follows:

Seller: American Security Bank, N.A., formerly known as American Security and Trust Company  
730 Fifteenth Street, N.W.  
Washington, D.C. 20013

Buyer: General Electric Railroad Services Corporation  
33 W. Monroe St.  
Chicago, Illinois 60603.

A description of the equipment covered by the document is listed on the attached schedule. However, the document is intended to cover all equipment covered by the primary document.

RECEIVED JUN 8 1987  
FBI - WASHINGTON  
100-441-1001

Secretary, Interstate  
Commerce Commission

May 29, 1987  
Page Two

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Richard Demarest Yant  
Seyfarth, Shaw, Fairweather & Geraldson  
55 East Monroe Street, Suite 4200  
Chicago, Illinois 60603

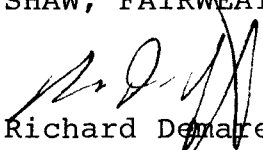
A short summary of the document to appear in the index follows:

Nonrecourse Bill of Sale dated March 30, 1987 from American Security Bank, N.A., formerly known as American Security and Trust Company, to General Electric Railcar Services Corporation conveying its interest in the railcar rolling stock described therein and all interest of Seller in documents recorded under Recordation Nos. 7495, 7496 and 7497.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By

  
Richard Demarest Yant

RDY/pp  
Enclosure

cc: Winston I. Lowe  
Robert J. Hoelscher

# Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

6-8-87

Mr. Richard Demarest Yant  
Seyfarth, Shaw, Fairweather & Geraldson  
55 East Monroe Street, Ste 4200  
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303<sub>6-8-87</sub> at 1:20PM, and assigned re-  
recording number (s) ~~7479-N~~

7479-N

Sincerely yours,

*Noreta R. McGehee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

REGISTRATION NO. *7479-N* Filed 1425

JUN 8 1987 -1 25 PM

NONRECOURSE BILL OF SALE

INTERSTATE COMMERCE COMMISSION

FOR VALUE RECEIVED, including and in full and complete satisfaction of all obligations under the Documents (hereinafter defined), American Security Bank, N.A., a national banking association, (formerly known as American Security and Trust Company) as trustee under a Trust Agreement dated as of March 1, 1974 with Aubrey G. Lanston & Co., Inc. (the "Seller"), grants, bargains, sells, conveys, transfers, and delivers unto GENERAL ELECTRIC RAILCAR SERVICES CORPORATION (the "Buyer"), a Delaware corporation having a place of business in Chicago, Illinois, all the Seller's right, title, and interest in the railcars, goods, and chattels set forth on Schedule 1 attached hereto and made a part hereof (the "Equipment") in consideration of payment of the purchase price set forth on Schedule 2 attached hereto and made a part hereof (the "Purchase Price") and intended to be all remaining railcars sold under the Conditional Sale Agreement dated as of March 1, 1974 between North American Car Corporation, as Vendor, and American Security and Trust Company, as Trustee, and subsequently leased under the Lease of Railroad Equipment dated as of March 1, 1974 between North American Car Corporation, as Lessee and American Security, as Trustee (the Conditional Sale Agreement, the Lease of Railroad Equipment and

all other documents including, but not limited to those documents listed on Schedule 3 hereto, as amended and supplemented, relating to the sale and lease of such railcars are hereinafter collectively referred to as the "Documents").

The Seller is not a manufacturer, distributor of, dealer in, or merchant in the Equipment. The Seller makes NO WARRANTY OR REPRESENTATION, EITHER EXPRESS OR IMPLIED, AS TO THE DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL, EQUIPMENT OR WORKMANSHIP IN, THE EQUIPMENT, INCLUDING, WITHOUT LIMITATION, ANY WARRANTY OF TITLE, MERCHANTABILITY, OR FITNESS FOR A PARTICULAR PURPOSE. THERE ARE NO REPRESENTATIONS OR WARRANTIES, EXPRESS, IMPLIED OR STATUTORY. THE EQUIPMENT IS CONVEYED "AS IS, WHERE IS". By acceptance of the Equipment, the Buyer acknowledges that it has either examined such Equipment as fully as desired or has been given the opportunity for such examination and has declined to make such examination.

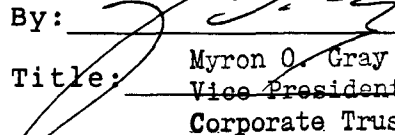
By signing this Nonrecourse Bill of Sale, First Security Bank of Utah, N.A., as Agent under a Finance Agreement dated as of March 1, 1974, between itself and The Philadelphia Saving Fund Society, New England Mutual Life Insurance Company, and Home Life Insurance Company, discharges the Seller of all obligations under the Documents and acknowledges conveyance of the Equipment to the Buyer by operation of this document.

The Seller hereby releases and forever discharges any lien, security interest, or encumbrance which it now has or ever has had in, to, or upon the Equipment.

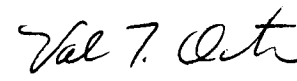
This instrument is binding upon the parties hereto and their successors and assigns. This instrument may be executed in one or more counterparts, each of which shall constitute an original.

IN WITNESS WHEREOF, the parties hereto have executed this Nonrecourse Bill of Sale this 26<sup>th</sup> day of March, 1987.

AMERICAN SECURITY BANK, N.A.  
as Trustee

By:   
Title: Myron O. Gray  
Vice President and  
Corporate Trust Officer

FIRST SECURITY BANK OF UTAH, N.A.,  
as Agent

By:   
Title: Trust Officer

STATE OF UTAH

:

: ss.

COUNTY OF SALT LAKE

:

The foregoing instrument was acknowledged before me on this 18<sup>th</sup> day of March, 1987, by Val T. Orton, a Trust Officer of First Security Bank of Utah, N.A., as Agent under a Finance Agreement dated as of March 1, 1974, on behalf of said entity.

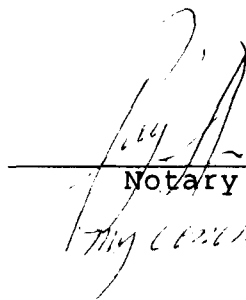
Paul J. [Signature]

Notary Public

My Commission Expires April 30, 1990

DISTRICT OF COLUMBIA : ss.

The foregoing Nonrecourse Bill of Sale was  
acknowledged before me on this 26<sup>th</sup> day of March, 1987, by  
MARION C. GRAY, a VICE PRESIDENT of  
American Security Bank,<sup>N.A.</sup> (formerly known as American Security  
and Trust Company), on behalf of said entity as Trustee for  
Aubrey G. Lanston & Co., Inc. under a Trust Agreement dated as  
of March 1, 1974.

  
\_\_\_\_\_  
Notary Public  
*My commission expires 10/14*



# SCHEDULE 1

CAR INITIAL/NUMBER	CAR INITIAL/NUMBER	CAR INITIAL/NUMBER	CAR INITIAL/NUMBER	CAR INITIAL/NUMBER	CAR INITIAL/NUMBER
CC 053984	NAHX 053981	NAHX 053178	NAHX 055242	NAHX 055375	NAHX 055381
CC 053986	NAHX 053982	NAHX 053179	NAHX 055244	NAHX 055327	NAHX 055382
CC 055311	NAHX 053983	NAHX 053180	NAHX 055246	NAHX 055328	NAHX 055383
CC 055313	NAHX 053985	NAHX 053181	NAHX 055247	NAHX 055329	NAHX 055384
FSHX 055100	NAHX 053986	NAHX 053182	NAHX 055248	NAHX 055330	NAHX 055385
FSHX 055101	NAHX 053987	NAHX 053183	NAHX 055249	NAHX 055331	NAHX 055386
FSHX 055102	NAHX 053989	NAHX 053184	NAHX 055251	NAHX 055332	NAHX 055387
FSHX 055103	NAHX 053990	NAHX 053185	NAHX 055252	NAHX 055333	NAHX 055388
FSHX 055104	NAHX 053991	NAHX 053186	NAHX 055253	NAHX 055334	NAHX 055389
FSHX 055105	NAHX 053992	NAHX 053187	NAHX 055254	NAHX 055335	NAHX 055390
FSHX 055106	NAHX 053993	NAHX 053188	NAHX 055258	NAHX 055336	NAHX 055392
FSHX 055107	NAHX 053994	NAHX 053189	NAHX 055261	NAHX 055337	NAHX 055393
FSHX 055108	NAHX 053995	NAHX 053190	NAHX 055262	NAHX 055338	NAHX 055394
FSHX 055109	NAHX 053996	NAHX 053191	NAHX 055264	NAHX 055339	NAHX 055395
FSHX 055110	NAHX 053997	NAHX 053193	NAHX 055267	NAHX 055340	NAHX 055396
FSHX 055111	NAHX 053998	NAHX 053194	NAHX 055269	NAHX 055341	NAHX 055397
FSHX 055112	NAHX 053135	NAHX 053195	NAHX 055271	NAHX 055342	NAHX 055398
FSHX 055113	NAHX 053137	NAHX 053198	NAHX 055272	NAHX 055343	
FSHX 055115	NAHX 053138	NAHX 053199	NAHX 055272	NAHX 055343	
FSHX 055116	NAHX 053139	NAHX 053200	NAHX 055273	NAHX 055344	
FSHX 055117	NAHX 053140	NAHX 053201	NAHX 055274	NAHX 055345	
FSHX 055118	NAHX 053141	NAHX 053202	NAHX 055275	NAHX 055346	
FSHX 055119	NAHX 053142	NAHX 053203	NAHX 055276	NAHX 055347	
FSHX 055120	NAHX 053143	NAHX 053205	NAHX 055277	NAHX 055348	
FSHX 055121	NAHX 053144	NAHX 053206	NAHX 055279	NAHX 055349	
FSHX 055122	NAHX 053145	NAHX 053207	NAHX 055281	NAHX 055350	
FSHX 055123	NAHX 053146	NAHX 053208	NAHX 055282	NAHX 055351	
FSHX 055124	NAHX 053148	NAHX 053209	NAHX 055284	NAHX 055352	
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FSHX 055127	NAHX 053153	NAHX 053213	NAHX 055290	NAHX 055355	
FSHX 055128	NAHX 053154	NAHX 053214	NAHX 055292	NAHX 055356	
FSHX 055129	NAHX 053155	NAHX 053215	NAHX 055293	NAHX 055357	
FSHX 055130	NAHX 053156	NAHX 053217	NAHX 055295	NAHX 055358	
FSHX 055132	NAHX 053157	NAHX 053219	NAHX 055297	NAHX 055359	
FSHX 055133	NAHX 053158	NAHX 053219	NAHX 055302	NAHX 055360	
FSHX 055134	NAHX 053159	NAHX 053220	NAHX 055303	NAHX 055361	
NAHX 046100	NAHX 053160	NAHX 053221	NAHX 055304	NAHX 055362	
NAHX 046101	NAHX 053162	NAHX 053222	NAHX 055304	NAHX 055363	
NAHX 046102	NAHX 053163	NAHX 053223	NAHX 055307	NAHX 055364	
NAHX 046103	NAHX 053164	NAHX 053224	NAHX 055308	NAHX 055365	
NAHX 046104	NAHX 053165	NAHX 053226	NAHX 055309	NAHX 055366	
NAHX 046105	NAHX 053166	NAHX 053227	NAHX 055310	NAHX 055367	
NAHX 046106	NAHX 053168	NAHX 053229	NAHX 055312	NAHX 055368	
NAHX 046107	NAHX 053169	NAHX 053230	NAHX 055315	NAHX 055370	
NAHX 053973	NAHX 053170	NAHX 053231	NAHX 055316	NAHX 055371	
NAHX 053974	NAHX 053171	NAHX 053232	NAHX 055317	NAHX 055372	
NAHX 053975	NAHX 053172	NAHX 053233	NAHX 055318	NAHX 055373	
NAHX 053976	NAHX 053173	NAHX 053236	NAHX 055319	NAHX 055374	
NAHX 053977	NAHX 053174	NAHX 053237	NAHX 055320	NAHX 055375	
NAHX 053978	NAHX 053175	NAHX 053238	NAHX 055321	NAHX 055376	
NAHX 053979	NAHX 053176	NAHX 053239	NAHX 055322	NAHX 055377	
NAHX 053980	NAHX 053177	NAHX 053240	NAHX 055323	NAHX 055378	
		NAHX 053241	NAHX 055324	NAHX 055380	

# SCHEDULE 3

<u>Document</u>	<u>ICC Recording Data</u>
Conditional Sale Agreement dated as of March 1, 1974 between Pullman Incorporated (Pullman-Standard Division) ("Pullman"), American Security and Trust Company (now known as American Security Bank), as Trustee (the "Trustee") for Aubrey G. Lanston & Co., Inc. ("Lanston"), and North American Car Corporation ("NACC")	4/17/74 No. 7479
Trust Agreement dated as of March 1, 1974 between the Trustee and Lanston	
Conditional Sale Agreement dated as of March 1, 1974 between NACC and the Trustee for Lanston	4/17/74 No. 7479-A
Lease of Railroad Equipment dated as of March 1, 1974 between NACC and the Trustee for Lanston	4/17/74 No. 7479-B
Agreement and Assignment dated as of March 1, 1974 between Pullman and First Security Bank of Utah, N.A., as Agent (the "Agent")	5/21/74 No. 7479-C
Agreement and Assignment dated as of March 1, 1974 between NACC and the Agent	5/21/74 No. 7479-D
Assignment of Lease and Agreement dated as of March 1, 1974 between the Trustee for Lanston and the Agent	5/21/74 No. 7479-E
Amendment Agreement dated as of December 15, 1974 among the Trustee for Lanston, NACC, and the Agent	1/02/75 No. 7479-F
Amendment Agreement dated as of December 15, 1974 among the Trustee for Lanston, Pullman, NACC, and the Agent	1/02/75 No. 7479-G
Amendment Agreement dated as of November 1, 1974 between the Trustee for Lanston and NACC	2/18/75 No. 7479-H

**RECEIPT**

**GENERAL ELECTRIC RAILCAR SERVICES CORPORATION**, hereby acknowledges receipt from American Security Bank, as Trustee, of 282 4750-cubic foot covered hopper railcars further identified on Schedule 1 hereto.

**GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION**

By \_\_\_\_\_  
Title \_\_\_\_\_  
Date \_\_\_\_\_

# SCHEDULE 1

CAR INITIAL/NUMBER	CAR INITIAL/NUMBER	CAR INITIAL/NUMBER	CAR INITIAL/NUMBER	CAR INITIAL/NUMBER	CAR INITIAL/NUMBER
CC 053984	NAHX 053981	NAHX 053178	NAHX 055242	NAHX 055375	NAHX 055381
CC 053986	NAHX 053982	NAHX 055179	NAHX 055244	NAHX 055327	NAHX 055382
CC 055311	NAHX 053983	NAHX 055180	NAHX 055246	NAHX 055328	NAHX 055383
CC 055313	NAHX 053985	NAHX 055181	NAHX 055247	NAHX 055329	NAHX 055384
FBHX 055100	NAHX 053986	NAHX 055182	NAHX 055248	NAHX 055330	NAHX 055385
FBHX 055101	NAHX 053987	NAHX 055183	NAHX 055249	NAHX 055331	NAHX 055386
FBHX 055102	NAHX 053989	NAHX 055184	NAHX 055251	NAHX 055332	NAHX 055387
FBHX 055103	NAHX 053990	NAHX 055185	NAHX 055252	NAHX 055333	NAHX 055388
FBHX 055104	NAHX 053991	NAHX 055186	NAHX 055253	NAHX 055334	NAHX 055389
FBHX 055105	NAHX 053992	NAHX 055187	NAHX 055254	NAHX 055335	NAHX 055390
FBHX 055106	NAHX 053993	NAHX 055188	NAHX 055256	NAHX 055336	NAHX 055392
FBHX 055107	NAHX 053994	NAHX 055189	NAHX 055261	NAHX 055337	NAHX 055393
FBHX 055108	NAHX 053995	NAHX 055190	NAHX 055262	NAHX 055338	NAHX 055394
FBHX 055109	NAHX 053996	NAHX 055191	NAHX 055264	NAHX 055339	NAHX 055395
FBHX 055110	NAHX 053997	NAHX 055193	NAHX 055267	NAHX 055340	NAHX 055396
FBHX 055111	NAHX 053998	NAHX 055194	NAHX 055269	NAHX 055341	NAHX 055397
FBHX 055112	NAHX 055135	NAHX 055195	NAHX 055271	NAHX 055342	NAHX 055398
FBHX 055113	NAHX 055137	NAHX 055198	NAHX 055272	NAHX 055343	
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FBHX 055117	NAHX 055140	NAHX 055201	NAHX 055275	NAHX 055346	
FBHX 055118	NAHX 055141	NAHX 055202	NAHX 055276	NAHX 055347	
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FBHX 055127	NAHX 055153	NAHX 055213	NAHX 055292	NAHX 055356	
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FBHX 055129	NAHX 055155	NAHX 055215	NAHX 055295	NAHX 055358	
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FBHX 055132	NAHX 055157	NAHX 055219	NAHX 055302	NAHX 055360	
FBHX 055133	NAHX 055158	NAHX 055220	NAHX 055303	NAHX 055361	
FBHX 055134	NAHX 055159	NAHX 055221	NAHX 055304	NAHX 055362	
NAHX 046100	NAHX 055160	NAHX 055222	NAHX 055306	NAHX 055363	
NAHX 046101	NAHX 055162	NAHX 055223	NAHX 055307	NAHX 055364	
NAHX 046102	NAHX 055163	NAHX 055224	NAHX 055308	NAHX 055365	
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NAHX 053975	NAHX 055172	NAHX 055236	NAHX 055319	NAHX 055374	
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NAHX 053980	NAHX 055177	NAHX 055241	NAHX 055324	NAHX 055380	